

**FINAL VERSION**

**8/23/2021**

**BY-LAWS OF  
PARTNERS IN CARE  
(A Hawaii nonprofit corporation)**

## TABLE OF CONTENTS

		Page
ARTICLE 1	Name of Organization and Definitions .....	
ARTICLE 2	Purposes Objectives and Governing Instruments .....	
ARTICLE 3	Membership .....	
ARTICLE 4	Directors .....	
ARTICLE 5	Officers .....	
ARTICLE 6	Meetings .....	
ARTICLE 7	Indemnification .....	
ARTICLE 8	Amendments .....	
ARTICLE 9	Construction .....	
ARTICLE 10	Dissolution .....	

## **ARTICLE 1**

### **NAME OF ORGANIZATION AND DEFINITIONS**

Section 1.01. Name. The name of the organization is Partners In Care.

Section 1.02. Corporation. “the Corporation” shall mean Partners in Care.

Section 1.02. Board. “the Board” shall mean the Directors of the Corporation.

## **ARTICLE 2**

### **PURPOSES, OBJECTIVES AND GOVERNING INSTRUMENTS**

Section 2.01. General Purpose. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

Section 2.02. Specific Purpose. The specific purpose of the Corporation is to end homelessness on the island of Oahu and to take such actions as the Corporation, in its sole discretion, deems necessary and proper to accomplish that end, including without limitation:

- a) Planning, coordinating, developing, recommending, and operating programs and services to create and maintain a full continuum of care for people experiencing homelessness on the island of Oahu;
- b) Collecting, maintaining, and publishing data on homelessness on Oahu;
- c) Advocating for policies that promote a comprehensive approach to permanently ending homelessness on Oahu;
- d) Working collaboratively with agencies and groups to end homelessness on Oahu.

Section 2.03. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.04. Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 2.05. Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, sexual orientation, gender identity, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

### **ARTICLE 3**

#### **MEMBERSHIP**

Section 3.01. Membership. The Corporation shall have no members.

### **ARTICLE 4**

#### **DIRECTORS**

Section 4.01. Governance. The Corporation shall be governed by the Board of Directors.

Section 4.02. Powers and Duties of the Board of Directors. The Board of Directors shall have the power to manage, direct and control the affairs of the corporation, subject to the limitations of the Bylaws, Articles of Incorporation, and the laws of the State of Hawaii. Such power shall include but not be limited to the power to:

- a) Approve corporate officers, agents and the Executive Director, and prescribe their lawful powers and duties;
- b) Approve the corporation's budget, select the banks or depositories it deems proper for the funds of the Corporation, designate the person or persons to sign checks or other instruments for the payment of money on behalf of the Corporation, and to enter into contracts in the name of and on behalf of the Corporation, provided that unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount;

c) Take all lawful actions as it deems necessary to effectuate the purposes and objectives of the Corporation.

Section 4.03. Number and compensation. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than five (5). Board members shall receive no compensation but may be reimbursed for reasonable expenses.

Section 4.04. Election of Directors and Term of Office. The initial Directors of the Corporation shall be those persons listed in the Articles of Incorporation. Directors shall hold office for a term of three years and may serve one additional three-year term upon approval of a majority of the Board.

Section 4.05. Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.06. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.07. Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.08. Committees. The Board shall have an Executive Committee comprised of the four Officers of the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors to act in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Board shall also have the power to designate such standing and ad hoc committees as it deems necessary and appropriate to carry out the purposes of the Corporation.

Section 4.09. Inspection of Corporate Records. The books of accounts, records, and the minutes of proceedings of the directors, and of the executive and other committees of directors, shall be open to inspection to any director, at any reasonable time, and for any purpose reasonably related to the Director's interest as a board member.

## **ARTICLE 5**

### **OFFICERS**

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Officers shall be elected by the

Board at the annual meeting of the Board and each Officer shall hold office for a term of one year or until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 4.05 and 4.06 of Article 4. The same person may hold more than one office, except that the same person may not be both Chair and Secretary. The Board may appoint such other Officers as may be deemed desirable. Such Officers shall serve for such period as the Board may designate.

Section 5.02. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03. Powers and Duties of the Chair. The Chair shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.

Section 5.04. Powers and Duties of the Vice-Chair. The Vice-Chair shall have such powers and shall perform such duties as may from time to time be assigned to such Vice Chair by the Board.

Section 5.05. Powers and Duties of the Secretary. The Secretary shall make or cause to be made minutes of board meetings and such other books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.08. Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.09. Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.10. Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

## ARTICLE 6

### MEETINGS

Section 6.01. Regular Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine.

Section 6.02. Special Meetings. 5.02. Special meetings of the Board may be called at any time by the Chair, Executive Committee, or by a majority of the Directors then in office by delivering a request in writing to the Secretary.

Section 6.03. Notice of Meetings. Regular meetings of the Board may be held without notice if the place, date, and time of the meetings are fixed by the bylaws or the board. Notice of a special meeting shall be in writing and shall be served personally upon each director or sent by electronic means to the director's email address as it appears on the corporate books at least two business days prior to the proposed meeting. The notice shall state the place, date, and time of the proposed special meeting.

Section 6.04. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.05. Quorum. At any meeting a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is not initially present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum is present.

Section 6.06. Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the Chair shall have an additional vote to be the tie-breaker.

Section 6.07. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 6.08. Participation by Telephone. Any member of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE 7

### INDEMNIFICATION

Section 7.01. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service as an officer or Director of the Corporation; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith and not in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 7.02. Additional Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 7.03. No Amendment or Repeal. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 7.04. Contract. This Article constitutes a contract between the Corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.



**ARTICLE 8**

**AMENDMENTS**

Section 8. 01. These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

**ARTICLE 9**

**CONSTRUCTION**

Section 9.01. In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

**ARTICLE 10**

**DISSOLUTION**

Section 10.01. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

These Bylaws were adopted at a meeting of the Board of Directors of Partners in Care on

\_\_\_\_\_, 2021.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer